

RECORDATION NO. 23161-H FILED

JUN 20 '06 12:27 PM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

June 20, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Railcar Lease Schedules, dated as of June 16, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Railcar Lease previously filed with the Board under Recordation Number 23161-E.

The names and addresses of the parties to the enclosed document are:

Assignor: The Cit Group/Equipment Financing, Inc.
1211 Avenue of the Americas,
20th Floor,
New York, NY 10036

Assignee: The Andersons, Inc.
480 W. Dussel Drive
Maumee, OH 43537

Mr. Vernon A. Williams
June 20, 2006
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A description of the railroad equipment covered by the enclosed document is:

80 covered hopper railcars within the series CEFX 50801 – CEFX 50977 as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Memorandum of Assignment of Railcar Lease Schedules.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Edward E. Luria".

Edward E. Luria

RWA/sem
Enclosures

MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE SCHEDULES 12-27 PM
(Surface Transportation Board)

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE SCHEDULES (this "Memorandum"), dated as of June 16, 2006, is between The CIT Group/Equipment Financing, Inc. (the "Seller"), and The Andersons, Inc. (the "Buyer").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. 1. The Seller has leased to Chemical Lime, Ltd., as lessee ("Chemical Lime"), sixty-seven (67) plastic pellet covered hopper railcars identified on Schedule A-1 attached hereto (the "Chemical Lime Railcars") under that certain Schedule No. 07 to Master Railcar Lease, made as of September 24, 2004, by and between the Seller and Chemical Lime, incorporating the terms of that certain Master Railcar Lease, made as of May 25, 2000 (Schedule No. 07 and the Master Lease Agreement, as it relates only to the Chemical Lime Railcars, the "Chemical Lime Lease").

2. The Seller has leased to Nan Ya Plastics Corporation, America, as lessee ("Nan Ya"), eighty (80) lined plastic pellet covered hopper railcars identified on Schedule A-2 attached hereto (the "Nan Ya Railcars") under that certain Schedule No. 06 to Master Railcar Lease, made as of June 22, 2005, by and between the Seller and Nan Ya, incorporating the terms of that certain Master Railcar Lease, made as of June 23, 2000 (Schedule No. 06 and the Master Lease Agreement, as it relates only to the Nan Ya Railcars, the "Nan Ya Lease").

The Chemical Lime Lease and the Nan Ya Lease are collectively referred to as the "Leases."

B. 1. Evidence of the Chemical Lime Lease in its original form was recorded with the Surface Transportation Board (the "STB") by filing a Memorandum of Railcar Lease by and between the original lessor and the original lessee, dated September 24, 2004, with the STB on July 25, 2005, under Recordation No. 23050-E

2. Evidence of the Nan Ya Lease in its original form was recorded with the STB by filing a Memorandum of Railcar Lease by and between the original lessor and the original lessee, dated June 22, 2005, with the STB on January 10, 2006 under Recordation No. 23161-E.

C. The Seller, as assignor, and the Buyer, as assignee, are parties to that certain Assignment and Assumption Agreement, dated as of even date herewith, pursuant to which the Seller has assigned to the Buyer all of the Seller's rights, title and interest in, and all obligations under the Leases, except to the extent constituting Excluded Rights and Obligations (as defined in the Assignment and Assumption Agreement). The terms of the assignment are more particularly set forth in the above-referenced Assignment and the Assumption Agreement.

D. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[Signature Page to Follow]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: William P. O'Brien

Name: William P. O'Brien

Title: Vice President

THE ANDERSONS, INC.

By: _____

Name: _____

Title: _____

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

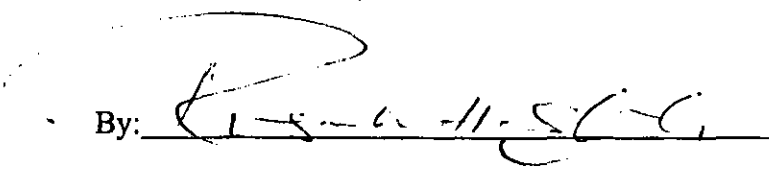
THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: _____

Name: _____

Title: _____

THE ANDERSONS, INC.

By:  _____

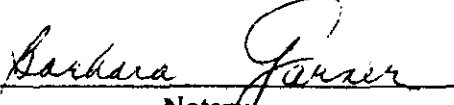
Name: Rasesh H. Shah

Title: President, Rail Group

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this, the 16 day of June, 2006 before me, a Notary Public in and for said County and State, personally appeared William P. O'Brien, a Vice President of The CIT Group/Equipment Financing, Inc., who acknowledged himself to be a duly authorized officer of The CIT Group/Equipment Financing, Inc., and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposed therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.


Notary

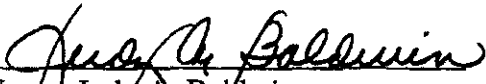
BARBARA G. [unclear]
Notary Public, State of New York
No. 01GA5085133
Qualified in Nassau County
Certificate filed in New York County
Commission Expires Sept. 3, 2006

STATE OF OHIO)
) ss.:
COUNTY OF LUCAS)

On this, the 16th day of June, 2006 before me, a Notary Public in and for said County and State, personally appeared Rasesh H. Shah, President, Rail Group of The Andersons, Inc., who acknowledged himself to be a duly authorized officer of The Andersons, Inc., and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposed therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.




Name: Judy A. Baldwin
Notary Public

JUDY A. BALDWIN
Notary Public, State of Ohio
Commission Expires 02/01/2010

Schedule A-1

Chemical Lime, LTD

<u>Car Number</u>		<u>Car Number</u>	
1	TCMX 51586	35	TCMX 51660
2	TCMX 51587	36	TCMX 51661
3	TCMX 51588	37	TCMX 51666
4	TCMX 51589	38	TCMX 51667
5	TCMX 51592	39	TCMX 51668
6	TCMX 51593	40	TCMX 51672
7	TCMX 51594	41	TCMX 51673
8	TCMX 51595	42	TCMX 51676
9	TCMX 51596	43	TCMX 51680
10	TCMX 51598	44	TCMX 51681
11	TCMX 51600	45	TCMX 51682
12	TCMX 51601	46	TCMX 51683
13	TCMX 51603	47	TCMX 51684
14	TCMX 51604	48	TCMX 51685
15	TCMX 51606	49	TCMX 51687
16	TCMX 51607	50	TCMX 51688
17	TCMX 51608	51	TCMX 51690
18	TCMX 51613	52	TCMX 51691
19	TCMX 51615	53	TCMX 51694
20	TCMX 51620	54	TCMX 51697
21	TCMX 51621	55	TCMX 51702
22	TCMX 51622	56	TCMX 51705
23	TCMX 51629	57	TCMX 51707
24	TCMX 51631	58	TCMX 51708
25	TCMX 51638	59	TCMX 51709
26	TCMX 51639	60	TCMX 51710
27	TCMX 51643	61	TCMX 51717
28	TCMX 51645	62	TCMX 51719
29	TCMX 51647	63	TCMX 51720
30	TCMX 51651	64	TCMX 51724
31	TCMX 51652	65	TCMX 51725
32	TCMX 51654	66	TCMX 51732
33	TCMX 51655	67	TCMX 51734
34	TCMX 51658		

Schedule A-2

Nan Ya Plastics Corportion, America

<u>Car Number</u>			<u>Car Number</u>		
1	CEFX	50801	41	CEFX	50885
2	CEFX	50802	42	CEFX	50886
3	CEFX	50803	43	CEFX	50887
4	CEFX	50804	44	CEFX	50892
5	CEFX	50806	45	CEFX	50898
6	CEFX	50812	46	CEFX	50901
7	CEFX	50818	47	CEFX	50903
8	CEFX	50819	48	CEFX	50904
9	CEFX	50820	49	CEFX	50905
10	CEFX	50821	50	CEFX	50907
11	CEFX	50822	51	CEFX	50909
12	CEFX	50824	52	CEFX	50911
13	CEFX	50826	53	CEFX	50912
14	CEFX	50827	54	CEFX	50918
15	CEFX	50829	55	CEFX	50919
16	CEFX	50830	56	CEFX	50920
17	CEFX	50832	57	CEFX	50922
18	CEFX	50833	58	CEFX	50923
19	CEFX	50834	59	CEFX	50924
20	CEFX	50835	60	CEFX	50925
21	CEFX	50838	61	CEFX	50932
22	CEFX	50839	62	CEFX	50934
23	CEFX	50843	63	CEFX	50935
24	CEFX	50845	64	CEFX	50937
25	CEFX	50846	65	CEFX	50945
26	CEFX	50847	66	CEFX	50946
27	CEFX	50848	67	CEFX	50947
28	CEFX	50856	68	CEFX	50949
29	CEFX	50858	69	CEFX	50952
30	CEFX	50859	70	CEFX	50957
31	CEFX	50861	71	CEFX	50960
32	CEFX	50862	72	CEFX	50963
33	CEFX	50866	73	CEFX	50964
34	CEFX	50871	74	CEFX	50965
35	CEFX	50872	75	CEFX	50968
36	CEFX	50875	76	CEFX	50969
37	CEFX	50874	77	CEFX	50970
38	CEFX	50880	78	CEFX	50971
39	CEFX	50882	79	CEFX	50973
40	CEFX	50883	80	CEFX	50977

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: June 20, 2006

Edward M. Luria

Edward M. Luria